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# **SUTTER GOLD MINING INC.**

## **Consolidated Financial Statements**

**December 31, 2016 and 2015**

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*(Expressed in US Dollars unless otherwise noted)*

## INDEPENDENT AUDITOR'S REPORT

### To the Shareholders of Sutter Gold Mining Inc.,

We have audited the accompanying consolidated financial statements of Sutter Gold Mining Inc. which comprise the consolidated statements of financial position as at December 31, 2016 and December 31, 2015, and the consolidated statements of loss and comprehensive loss, changes in shareholders' deficiency and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Sutter Gold Mining Inc. as at December 31, 2016 and December 31, 2015, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

### Emphasis of Matter

Without modifying our opinion, we draw attention to Note 2 in the consolidated financial statements which indicates that the Company has limited working capital, losses since inception and is dependent upon its ability to secure new sources of financing. These conditions, along with other matters as set forth in Notes 2, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.



**CHARTERED PROFESSIONAL ACCOUNTANTS**

Vancouver, BC  
April 25, 2017

**Sutter Gold Mining Inc.**  
**Consolidated Statements of Financial Position**

(Expressed in US Dollars)

	<i>Notes</i>	<b>As at December 31, 2016</b>	<b>As at December 31, 2015</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash		\$ 141,200	\$ 176,200
Accounts receivable		12,000	600
Prepaid expenses		56,800	31,400
		210,000	208,200
<b>Non-current assets</b>			
Restricted investments	7	40,600	40,500
Mine under development	5	23,891,900	24,009,700
		23,932,500	24,050,200
<b>Total assets</b>		<b>\$ 24,142,500</b>	<b>\$ 24,258,400</b>
<b>Liabilities and Shareholders' Deficiency</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	8, 16	\$ 121,300	\$ 178,000
Accrued interest payable	9	7,267,500	4,468,900
Current portion of note payable	9	27,940,700	20,478,400
		35,329,500	25,125,300
<b>Non-current liabilities</b>			
Reclamation liability	7	31,600	31,600
Long-term note payable	9	15,973,800	21,603,800
		16,005,400	21,635,400
<b>Shareholders' Deficiency</b>			
Preference shares	10	211,200	211,200
Common shares	10	27,700,100	27,683,500
Equity reserve – stock options		6,605,500	6,605,500
Deficit		(61,709,200)	(57,002,500)
<b>Total shareholders' deficiency</b>		<b>(27,192,400)</b>	<b>(22,502,300)</b>
<b>Total liabilities and shareholders' deficiency</b>		<b>\$ 24,142,500</b>	<b>\$ 24,258,400</b>
<b>Commitments</b>	17		

See the accompanying notes to the consolidated financial statements.

These consolidated financial statements are authorized for issue by the Board of Directors on April 25, 2017. They are signed on the Company's behalf by:

"Richard A. Winters" Director

"Mark T Brown" Director

**Sutter Gold Mining Inc.****Consolidated Statements of Loss and Comprehensive Loss***(Expressed in US Dollars)*

	<i>Notes</i>	<b>For the year ended December 31,</b>	
		<b>2016</b>	<b>2015</b>
<b>Operating expenses</b>			
Wages and benefits		\$ 229,500	\$ 404,200
Mine property holding costs		1,042,800	861,000
Professional and contract services		205,200	153,400
Office and administrative		167,200	331,400
Depreciation	5	117,800	148,400
Rent and electricity		176,700	102,300
Loss on write-off of assets	5	-	807,800
Gain on write-off of lease payable		-	(67,000)
(Gain)/loss on foreign exchange		600	(4,800)
		<u>1,939,800</u>	<u>2,736,700</u>
<b>Loss from operations</b>		<u>(1,939,800)</u>	<u>(2,736,700)</u>
Interest income		200	100
Finance costs	9	(2,798,600)	(2,360,100)
Other income		31,500	14,400
		<u>(2,766,900)</u>	<u>(2,345,600)</u>
<b>Net Loss and total comprehensive income Loss for the year</b>		<u>\$(4,706,700)</u>	<u>\$(5,082,300)</u>
<b>Net Loss per share:</b>			
Basic and diluted Loss per share attributable to common shareholders	12	\$ (0.04)	\$ (0.04)
Weighted average number of common shares outstanding – basic and diluted	12	<u>124,090,435</u>	<u>123,614,133</u>

See the accompanying notes to the consolidated financial statements.

**Sutter Gold Mining Inc.**

**Consolidated Statements of Changes in Shareholders' Deficiency**

*(Expressed in US Dollars)*

	<i>Notes</i>	<u>Preference Shares</u>		<u>Common shares</u>		<b>Equity Reserve – Stock Options</b>	<b>Deficit</b>	<b>Total Shareholders' Deficiency</b>
		<b>Number of shares</b>	<b>Amount</b>	<b>Number of shares</b>	<b>Amount</b>			
<b>Balance at January 1, 2015</b>	<i>10</i>	254,414	\$ 211,200	123,877,007	\$27,655,000	\$6,605,500	\$(51,920,200)	\$(17,448,500)
Shares issued per severance agreements	<i>16</i>	-	-	475,000	28,500	-	-	28,500
Net loss and total comprehensive loss		-	-	-	-	-	(5,082,300)	(5,082,300)
<b>Balance at December 31, 2015</b>		254,414	\$ 211,200	124,352,007	\$27,683,500	\$6,605,500	\$(57,002,500)	\$(22,502,300)
<b>Balance at January 1, 2016</b>	<i>10</i>	254,414	\$ 211,200	124,352,007	\$27,683,500	\$6,605,500	\$(57,002,500)	\$(22,502,300)
Shares issued per severance agreements	<i>16</i>	-	-	475,000	16,600	-	-	16,600
Net loss and total comprehensive loss		-	-	-	-	-	(4,706,700)	(4,706,700)
<b>Balance at December 31, 2016</b>	<i>10</i>	254,414	\$ 211,200	124,827,007	\$27,700,100	\$6,605,500	\$(61,709,200)	\$(27,192,400)

See the accompanying notes to the consolidated financial statements.

**Sutter Gold Mining Inc.****Consolidate Statements of Cash Flows***(Expressed in US Dollars)*

	<b>For the year ended ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
<b>Cash flows from operating activities</b>		
<b>Net loss</b>	\$ (4,706,700)	\$ (5,082,300)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	117,800	148,400
Loss on write-off of assets	-	807,800
Gain on write-off of leases payable	-	(67,000)
	(4,588,900)	(4,193,100)
Changes in non-cash working capital:		
Accounts receivable	(11,400)	7,200
Prepaid expenses	(25,400)	48,700
Accounts payable and accrued liabilities	(40,100)	(115,900)
Accrued interest payable	2,798,600	2,360,000
Net cash used in operating activities	(1,867,200)	(1,893,100)
<b>Cash flows from investing activities</b>		
Change in restricted investments	(100)	30,000
Net cash (used in) provided by investing activities	(100)	30,000
<b>Cash flows from financing activities</b>		
Proceeds from note payable	1,832,300	1,910,600
Net cash provided by financing activities	1,832,300	1,910,600
<b>Net increase (decrease) in cash</b>	(35,000)	47,500
<b>Cash - Beginning of the year</b>	176,200	128,700
<b>Cash - End of the year</b>	\$ 141,200	\$ 176,200

See the accompanying notes to the consolidated financial statements.

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **1. GENERAL INFORMATION**

Sutter Gold Mining Inc. ("SGMI" or "the Company") is a Canadian resource company engaged in the exploration of mineral properties. The head office, principle, and registered address of the Company is 2414 Garland Street, Lakewood, CO 80215. The Company is listed on the TSX Venture exchange in Canada and OTCQX International exchange in the United States of America.

On December 29, 2004, the Company completed a reverse take-over by acquiring Sutter Gold Mining Company ("SGMC") of Riverton, Wyoming. At that time, approximately 4% of SGMC's shareholders did not tender their existing shares in exchange for new common shares of the Company. The Company allotted 1,787,847 common shares to be issued to these shareholders and effective December 31, 2016 and 2015, 718,352 of these common shares still remain to be allotted to SGMC's shareholders should they elect to tender their shares in the future.

The Company is established to conduct operations on mining leases and to produce gold from the Lincoln Project, a gold mining prospect in the Mother Lode mining district of Amador County, California.

On August 22, 2008, RMB Resources Ltd. ("RMB"), a trustee for the Telluride Investment Trust, completed the acquisition of 39,062,072 common shares of the Company from U.S. Energy Corp. ("USE") for an aggregate purchase price of C\$5,400,000. On August 22, 2011, RMB exercised all of its 6,384,700 outstanding warrants. As at December 31, 2016 and 2015, RMB owned 58,216,820 of the 124,827,007 and 124,352,007 outstanding common shares of the Company, respectively.

### **2. BASIS OF PRESENTATION - GOING CONCERN**

These consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company are dependent upon its ability to continue to raise adequate financing and to commence profitable operations in the future.

The Company has generated significant losses since its inception which has resulted in an accumulated deficit of \$61,709,200 as at December 31, 2016. The current financial and economic marketplace has made access to financing through the equity markets more difficult and this has created uncertainty as to the Company's ability to fund ongoing operations for the next operating period and to participate in ongoing exploration and development projects. These material uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company has entered into a bridge loan facility arrangement with a related party to cover short-term operating capital requirements. As at December 31, 2016, the Company has a working capital deficiency of \$35,119,500 compared to a working capital deficiency as at December 31, 2015 of \$24,917,100. These consolidated financial statements do not reflect adjustments to the carrying values of assets and liabilities which may be required should the Company be unable to raise adequate financing or meet current obligations and therefore be unable to continue as a going concern.

Also see Notes 14(b).

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **(a) Statement of compliance**

These consolidated financial statements, including comparatives, have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IFRB") using the significant accounting policies outlined below.

#### **(b) Basis of preparation**

These consolidated financial statements have been prepared on a historical cost basis using the accrual basis of accounting, except for cash flow information and for financial instruments classified as available-for-sale which are stated at fair value.

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

#### **(c) Principles of consolidation**

These consolidated financial statements of the Company include the accounts of the Company and those of its subsidiary SGMC, a Wyoming corporation. All intercompany revenues, expenses, transactions and balances have been eliminated upon consolidation.

#### **(d) Accounting standards and interpretations issued but not yet effective**

*Effective for the Company's financial years commencing on January 1, 2018 and 2019*

- IFRS 9, *Financial Instruments, Classification and Measurement*:

On July 24, 2014, the IASB issued the complete IFRS 9 (2014). IFRS 9 introduces new requirements for the classification and measurement of financial assets. IFRS 9 introduces extensive changes on the classification and measurement of financial assets and also introduces a new "expected credit loss model" for the impairment of financial assets. IFRS 9 provides new guidance on the application of hedge accounting. The new standard is effective for annual periods beginning on or after January 1, 2018 and must be applied retrospectively with some exceptions. Early adoption is permitted. The Company is evaluating the impact of IFRS 9 on its consolidated financial statements.

- IFRS 16, *Leases*

In January 2016, the IASB published IFRS 16, Leases ("IFRS 16") which will replace IAS 17, Leases ("IAS 17"). IFRS 16 eliminates the classification as an operating lease and requires lessees to recognize a right-of-use asset and a lease liability in the statement of financial position for all leases with exemptions permitted for short-term leases and leases of low value assets. In addition, IFRS 16 changes the definition of a lease; sets requirements on how to account for the asset and liability, including complexities such as non-lease elements, variable lease payments and option periods; changes in the accounting for sale and leaseback arrangements; largely retains IAS 17's approach to lessor accounting; and introduces new disclosure requirements. IFRS 16 is effective for annual reporting periods beginning on or after January 1, 2019 with early application permitted in certain circumstances.

Several other new standards and amendments apply for the first time in fiscal 2018 and 2019, however, they are not applicable to the financial statements of the Company.

#### **(e) Share-based payments**

The Company has in effect a share option plan ("the Plan"), which allows Company employees, directors and officers to acquire shares of the Company. The Company recognizes employee compensation expense with a corresponding increase in equity based upon the fair value of the options outstanding at the statement of financial position date for options granted to employees of the Company. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee. The fair value is measured at grant date and each tranche is recognized on a graded basis over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share options that are expected to vest.



**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

**3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**(f) Deferred income taxes**

Income tax on the profit or loss for the years presented comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or loss or directly in equity, in which case it is recognized in other comprehensive income or loss or equity.

Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous years.

Deferred tax is provided using the balance sheet liability method, providing for unused tax loss carry forwards and temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes; the initial recognition of assets or liabilities that affect neither accounting nor taxable profit; and differences relating to investments in subsidiaries, associates, and joint ventures to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period applicable to the period of expected realization or settlement.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

**(g) Mine under development**

Land improvements, buildings, equipment, vehicles and development costs are carried at cost net of accumulated depreciation. Residual values and estimated useful lives are reviewed at least annually. Depreciation is provided by the straight-line method over estimated useful lives as follows:

Land Improvements	3-5 years
Buildings	10-20 years
Equipment and vehicles	3-5 years

Development costs are not being amortized at this time.

**(h) Mineral properties**

Mineral properties are carried at cost and include the acquisition and pre-production costs related to the properties. These costs will be depreciated on a unit-of-production basis over the estimated recoverable reserves if the properties are brought into commercial production, as determined by using measured and indicated resources. If the properties are abandoned or if the carrying value is determined to be in excess of possible recoverable amounts, they will be written off or written down, respectively.

The cost of mineral properties includes any cash consideration paid, and the fair market value of shares issued, if any, on the acquisition of property interests. The recorded amounts of property acquisition costs and their related deferred exploration costs represent actual expenditures incurred and are not intended to reflect present or future values. All mineral lease payments are at the option of the company. The Company does not accrue mineral lease payments.

All expenditure on the construction, installation or completion of infrastructure facilities is capitalized within "Mine under development". Costs capitalized under "Mine under development" include pre-production revenues and expenditures prior to achieving commercial production. Commercial production is a convention for determining the point at which time a

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **(h) Mineral properties (continued)**

mine is producing at a sustainable commercial level after which production costs are no longer capitalized and are reported as operating costs. After production starts, all assets included in "Mine under development" are transferred to "Producing mines".

#### **(i) Exploration and evaluation**

Exploration and evaluation expenditures include the costs of acquiring licenses, costs associated with exploration and evaluation activity, and the fair value (at acquisition date) of exploration and evaluation assets acquired in a business combination. Exploration and evaluation expenditures are expensed as incurred except for expenditures associated with the acquisition of exploration and evaluation assets through a business combination or asset acquisition which are recognized as assets. Costs incurred before the Company has obtained the legal rights to explore an area are recognized in the statement of loss and comprehensive loss.

Capitalized costs, including general and administrative costs, are only allocated to the extent that these costs can be related directly to operational activities in the relevant area of interest where it is considered likely to be recoverable by future exploitation or sale or where the activities have not reached a stage which permits a reasonable assessment of the existence of reserves.

Exploration and evaluation assets are assessed for impairment if (i) sufficient data exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount.

Once the technical feasibility and the commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mine under development.

#### **(j) Impairment of non-financial assets**

At each financial position reporting date the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets are impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the profit or loss for the period. For the purposes of impairment testing, assets are allocated to cash-generating units to which the exploration activity relates. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash generating unit to which the asset belongs.

The recoverability of amounts shown for mine under development is dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain financing to complete development of the properties, and on future profitable production or proceeds from the disposition thereof.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **(k) Foreign currency translation**

The functional currency and, unless otherwise indicated, the presentation currency of the Company is the United States (“US”) Dollar. All figures presented have been rounded to the nearest hundreds. The Canadian parent’s transactions not in US Dollars are translated into US Dollars as follows:

- monetary assets and liabilities at the rates of exchange prevailing at the statement of financial position dates;
- non-monetary assets and liabilities at the applicable historical exchange rates; and
- revenues and expenses at the average rates of exchange for the period.

Exchange gains and losses arising from the conversion of foreign currency balances and transactions are reported in profit or loss as they occur.

#### **(l) Financial assets and liabilities**

The Company’s financial assets and liabilities include cash, restricted investments, amounts receivable (including GST), accounts payable, accrued liabilities, accrued interest payable, reclamation liability and note payable.

Financial assets and liabilities are classified into the following specified categories: available-for-sale (“AFS”) financial assets, loans and receivables and other financial liabilities. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition. The Company classified its cash, restricted investments and amounts receivable as loans and receivables, which are measured at amortized cost. Accounts payable, accrued liabilities and interest, reclamation liability and note payable, except those at fair value through profit or loss, are classified as other financial liabilities.

Any warrant liability is classified as fair value through profit or loss (“FVTPL”). The warrant liability is a derivative whose fair value is determined using the Black-Scholes option pricing model and its value is derived from the underlying security. Gains and losses on remeasurement are recorded in the consolidated statement of loss and comprehensive loss.

#### **Impairment of financial assets:**

Financial assets are assessed for indicators of impairment at each statement of financial position reporting date except those at FVTPL. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the asset have been impacted.

For all other financial assets objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organization.

For certain categories of financial assets, such as amounts receivable, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of amounts receivable, where the carrying amount is reduced through the use of an allowance account. When an amount receivable is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in profit or loss.

#### **Financial instruments recorded at fair value:**

Financial instruments recorded at fair value are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **(m) Cash**

Cash consists of cash deposits in banks and certificates of deposits. The Company does not hold any asset-backed commercial paper.

#### **(n) Asset retirement obligations**

Environmental expenditures that are associated with the retirement of tangible long-lived assets are recorded as liabilities when those obligations are incurred, with the amount of the liability initially measured at fair value. These obligations are capitalized in the accounts of the related long-lived assets and are depreciated over the useful lives of the related assets. It is possible that the Company's estimates of its ultimate asset retirement obligations could change as a result of changes in regulations, the extent of environmental remediation required and the means of reclamation or costs estimates. Changes in estimates are accounted for prospectively from the period in which these estimates are revised.

The operations of the Company have been, and may in the future be, affected in varying degrees by changes in environmental regulations, including those for site restoration costs. Both the likelihood of new regulations and their overall effect upon the Company vary greatly from country to country and are not predictable.

As at December 31, 2016 and 2015, the Company does not have any asset retirement obligations other than reclamation liabilities as accrued.

#### **(o) Equity**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the fair value of the proceeds received, net of direct issue costs.

#### **(p) Interest income**

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable.

#### **(q) Expenses**

##### *Borrowing costs*

Borrowing costs related to the costs of developing mining properties and constructing new facilities are capitalized and included in the carrying amounts of the related assets until mining properties reach commercial production and facilities are ready for their intended use.

All other borrowing costs are recognized in profit or loss in the period in which they incurred.

#### **(r) Income (loss) per share**

Basic income (loss) per common share is calculated by dividing the income (loss) attributed to shareholders for the period by the weighted average number of common shares outstanding in the period. Diluted income (loss) per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares. Stock options, shares to be issued, and warrants outstanding are not included in the computation of diluted income (loss) per share if their inclusion would be anti-dilutive.

## **Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

### **3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

#### **(s) Segment reporting**

A segment is a component of the Company that is distinguishable by economic activity (business segment), or by its geographical location (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company operates in one business segment, namely, mineral exploration.

### **4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES**

The preparation of these consolidated financial statements requires management to make estimates, judgments and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based upon historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

#### *Sources of estimation uncertainty*

Significant assumptions about the future and the other sources of estimation uncertainty that management has made at the statement of financial position date that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made relate to, but are not limited to, the following:

- i. The application of determining the useful lives and residual values mine under development components are estimates by management based on assumptions about future events. Estimates and assumptions made may change if new information becomes available. New information may become available during the use of these assets that causes the Company to adjust its estimates.
- ii. The ability to recover the carrying value of its mine under development components are around the fair value less costs to sell and value in use of these assets. Estimates and assumptions made may change if new information becomes available. New information may become available during the use of these assets that causes the Company to adjust its estimates.
- iii. The ultimate amount of the site restoration and reclamation costs and the mine closure costs that will have to be incurred is uncertain due to the fact that the laws and regulations are continually changing, the uncertainty regarding the extent of the liability, and the magnitude of costs required to discharge this liability. In addition, the timing of the settlement of the obligation is uncertain.

#### *Critical accounting judgments*

Significant judgments about the future and the other sources of judgment uncertainty that management has made at the statement of financial position date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from judgments made, relate to, but are not limited to, the following:

- i. The Company uses judgment in determining whether there are facts and circumstances suggesting that the carrying amount of its mine under development may exceed its recoverable amount.
- ii. The Company uses judgment in determining its ability to continue as a going concern in order to discharge its current liabilities via raising additional financing.

**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)***4. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES (CONTINUED)**

- iii. The Company uses judgment in determining its functional currency. IAS 21, The Effects of Changes in Foreign Exchange Rates ("IAS 21") defines the functional currency as the currency of the primary economic environment in which an entity operates. IAS 21 requires the determination of functional currency to be performed on an entity by entity basis, based on various primary and secondary factors. In identifying the functional currency of the parent and of its subsidiaries and jointly controlled entities, management considered the currency that mainly influences the cost of undertaking the business activities in each jurisdiction in which the Company operates. The Company has determined that its functional currency is the United States Dollar.

**5. MINE UNDER DEVELOPMENT**

In 2011, the Company commenced construction of its Lincoln Mine Project. Below is a summary of the costs capitalized as at December 31, 2015 and 2016. On March 31, 2014, the Company ceased mine development and put the project into care and maintenance. All costs after this date are expensed.

	Land Improvements	Buildings	Equipment and Vehicles	Development Costs	Total
<b>Cost</b>					
Balance at January 1, 2015	\$ 8,355,900	\$ 4,915,300	\$ 6,132,500	\$ 6,687,200	\$ 26,090,900
Disposals	(1,104,600)	-	-	-	(1,104,600)
Balance at December 31, 2015	\$ 7,251,300	\$ 4,915,300	\$ 6,132,500	\$ 6,687,200	\$ 24,986,300
Balance at January 1, 2016	7,251,300	4,915,300	6,132,500	6,687,200	24,986,300
Balance at December 31, 2016	\$ 7,251,300	\$ 4,915,300	\$ 6,132,500	\$ 6,687,200	\$ 24,986,300
<b>Depreciation</b>					
Balance at January 1, 2015	\$ 328,200	\$ 256,200	\$ 540,600	\$ -	\$ 1,125,000
Additions	48,100	67,000	33,300	-	148,400
Disposals	(296,800)	-	-	-	(296,800)
Balance at December 31, 2015	\$ 79,500	\$ 323,200	\$ 573,900	\$ -	\$ 976,600
Balance at January 1, 2016	\$ 79,500	\$ 323,200	\$ 573,900	\$ -	\$ 976,600
Additions	23,100	67,000	27,700	-	117,800
Balance at December 31, 2016	\$ 102,600	\$ 390,200	\$ 601,600	\$ -	\$ 1,094,400
<b>Carrying amounts</b>					
At December 31, 2015	\$ 7,171,800	\$ 4,592,100	\$ 5,558,600	\$ 6,687,200	\$ 24,009,700
At December 31, 2016	\$ 7,148,700	\$ 4,525,100	\$ 5,530,900	\$ 6,687,200	\$ 23,891,900

During the years ended December 31, 2016 and 2015, the Company incurred \$2,798,600 and \$2,360,000 of interest expense respectively, related to the senior secured term loan facility and expensed the entire amount.

## Sutter Gold Mining Inc.

Notes to the consolidated financial statements

December 31, 2016 and 2015

(Expressed in US Dollars except for per share information)

### 6. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS

#### Sutter Gold Project, California

##### Lincoln and Comet Properties

The Lincoln and Comet properties are situated on a 551-acre block of mining claims and surface rights 45 miles east-southeast of Sacramento, California, in the central part of the 121-mile-long Mother Lode gold belt.

The Comet and Lincoln leases were amended in 2003. Both leases have terms of 30 years, broken down into ten year segments carrying a 4% production royalty or minimum annual payments as described below for the Lincoln and Comet properties. An additional 0.5% net smelter return royalty is held by a consultant to a lessee and was in place prior to the acquisition of the properties and covers all the properties in the Lincoln Mine Project. Lease payments are made at the Company's option, no accrual is made. The payments have been made through years 14 and 23 for the Lincoln and Comet leases respectively.

<u>Years</u>	<u>Annual Payments</u>	
	<u>Comet</u>	<u>Lincoln</u>
1-10	\$ 1,200	\$ 2,400
11-20	\$ 2,400	\$ 4,800
21-30	\$ 3,600	\$ 7,200
31-40 (10 year option)	\$ 4,800	\$ 9,600
41-Thereafter (annual option)	\$ 4,800	\$ 9,600

##### *Eureka Property*

On January 21, 2005, the Company entered into a lease agreement to acquire 132 acres of land immediately adjacent to the Company's Lincoln Mine properties in California, called the Eureka Property. The lease term is 30 years, broken down into ten year segments carrying a 4% production royalty or a minimum annual payment. As of December 31, 2016, 12,000 common shares had been issued to the Eureka Property's owner for the first through fourth years'. Lease payments are made at the Company's option, no accrual is made. All payments have been made through year 13 of the lease.

<u>Years</u>	<u>Annual Payments</u>
1-10	\$ 2,400
11-20	\$ 3,600
21-30	\$ 4,800
31-40 (10 year option)	\$ 6,000
41-Thereafter (annual option)	\$ 6,000

##### *Keystone Property*

Effective August 1, 2003, the Company entered into a lease ("Third Amendment to Mining Lease and Option") with Keystone Mining Corporation. The lease covers certain properties at the Sutter Gold Project. The lease term is 30 years, broken down into ten year segments. A royalty of 5% of the net profits on production exists on these properties. A new lease would have to be entered into by both parties at the end of the 30 year term. The "net profits" will be determined by subtracting from gross mineral revenues an amount equal to 105% of numerous categories of costs and expenses. Lease payments are made at the Company's option, no accrual is made. The payments have been made through year 14 of the lease.

## Sutter Gold Mining Inc.

Notes to the consolidated financial statements

December 31, 2016 and 2015

(Expressed in US Dollars except for per share information)

### 6. MINERAL PROPERTIES AND DEFERRED EXPLORATION COSTS (CONTINUED)

#### *Keystone Property (Continued)*

<u>Years</u>	<u>Annual Payments</u>
1-10	\$ 5,000
11-20	\$ 7,000
21-30	\$ 10,000

#### *Cecchetti Trust*

Effective May 20, 2009, the Company entered into a Mineral Lease Agreement with the Cecchetti Trust. The lease covers 162 acres adjoining and contiguous with existing Sutter Gold Properties and requires annual base lease payments of \$5,000 for the first 10 years of the lease. The lease automatically renews and extends at the end of the first term for two successive 10 year terms unless cancelled in writing by the company. A Production Royalty of 4% of saleable product produced on these leases will be paid during mining operations. Lease payments are made at the Company's option, no accrual is made. The payments have been made through year 8 of the lease.

#### Mexican property

On October 26, 2006, the Company entered into an Exclusive Option Agreement with The Alamo Group, Inc. ("The Alamo Group") of Scottsdale, Arizona, to acquire a 100% interest (less royalty provisions) in the Santa Teresa mineral concession located in the historic El Alamo gold mining district southeast of Ensenada, Mexico for a maximum of C\$500,000 and a minimum of C\$100,000 in work commitments.

The Alamo Group will retain a 3% net smelter royalty if gold is selling for C\$650/ounce or greater and 1.5% if gold is selling for less than C\$650/ounce. The Company has the right to purchase one half of the net smelter royalty for C\$1 after The Alamo Group has received C\$2,000,000 in royalties from commercial operations on the concession.

On March 29, 2007, the Company signed a Joint Venture Agreement with Premier Gold Mines Ltd. ("Premier") to jointly explore the Company's Santa Teresa mineral concession. Premier earned an initial 50% interest in the project by issuing 100,000 common shares to the Company, completing \$1.5 million in exploration and acquisition and reimbursing the Company for all option payments due to the vendor (C\$280,000). Premier earned an additional 15% interest in the property (to a 65% interest) by conducting exploration activities on the property.

### 7. RESTRICTED INVESTMENTS

Future reclamation and mine closure costs will be the responsibility of the Company and are based on legal and regulatory requirements. The laws and regulations are continually changing and are generally becoming more restrictive. The Company believes it is in compliance with applicable laws and regulations and expects to make future expenditures to comply with these laws and regulations. The current estimated reclamation liability of \$31,600 is secured by a \$35,000 reclamation bond as at December 31, 2016 and 2015.



## Sutter Gold Mining Inc.

Notes to the consolidated financial statements

December 31, 2016 and 2015

(Expressed in US Dollars except for per share information)

### 8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

	December 31, 2016	December 31, 2015
Accounts payable	\$ 18,900	\$ 800
Salaries and other compensation	11,100	88,100
Accrued expenses	91,300	89,100
	<u>\$ 121,300</u>	<u>\$ 178,000</u>

### 9. LOAN FACILITY

The current and long-term portion of the note payable to RMB Australia Holdings (“RMBAH”) as at December 31, 2016 and December 31, 2015 are as follows:

	As at December 31, 2016			As at December 31, 2015		
	Current Portion	Long-term Portion	Total	Current Portion	Long-term Portion	Total
RMBAH SSTLF	27,940,700	15,973,800	43,914,500	20,478,400	21,603,800	42,082,200

#### RMBAH Senior Secured Term Loan Facility (“SSTLF”)

On December 23, 2013 the Company entered into a new agreement for a SSTLF with RMBAH to replace both the existing Prepaid Gold Facility (“PPGF”) and Bridge Loan Facility (“BLF”) agreement, as amended and restated.

The existing forward positions associated with the PPGF were closed out at market according to the close out protocol agreed between the Company and RMBAH with the resulting marked-to-market value of the PPGF obligations forming part of the principal amount to be restructured in the SSTLF.

The total amount available under the SSTLF is \$44 million. The SSTLF bears interest at Libor plus 5% per annum accrued monthly and scheduled principal repayments were to commence December 31, 2014 on a quarterly basis through March 31, 2018 based on the following percentages of the outstanding SSTLF balance at that time:

Quarter ended December 31, 2014 – 6.0%  
Quarters ended March 31, 2015 through December 31, 2016 – 6.5%  
Quarters ended March 31, 2017 through June 30, 2017 - 7.5%  
Quarters ended September 30, 2017 through March 31, 2018 – 9.0%  
Any balance remaining thereafter - payable on March 31, 2018

Mandatory pre-payments of the SSTLF will be made equal to 75% of the available free cash flow after all project and corporate costs, interest and scheduled repayments on a quarterly basis. The SSTF may also be pre-paid by the Company at any time without penalty in part or in whole. Upon commencement of commercial production the Company may enter into gold hedging arrangements with RMBAH at its discretion over a maximum of 60% of forecast production over the term of the SSTLF. No payments have been made to date on the SSTLF, but RMBAH continues to fund the Company in care and maintenance.

As at December 31, 2016 and 2015 interest of \$7,267,500 and \$4,468,900 was accrued respectively.

The loan is secured by substantially all of the assets of the Company.

## Sutter Gold Mining Inc.

Notes to the consolidated financial statements

December 31, 2016 and 2015

(Expressed in US Dollars except for per share information)

### 10. SHARE CAPITAL AND OTHER EQUITY

#### (a) Authorized, issued and outstanding common and preference shares

As at December 31, 2016 and 2015, the Company had an unlimited number of authorized common shares without par value, and outstanding were 124,827,007 and 124,352,007 shares respectively. Included in this amount are 718,352 (2015 – 718,352) of the Company's common shares allotted to the former shareholders of SGMC who did not tender their shares of SGMC, on the acquisition of SGMC by the Company. All outstanding shares are fully paid.

Series 1 Convertible Redeemable Preference shares are convertible at any time by the holder into common shares of the Company on a one-for-one basis and are redeemable at any time by the Company at a price of C\$1 for each share redeemed. These shares are non-interest bearing. Issued and outstanding were 254,414 shares as at December 31, 2016 and 2015.

#### (b) Warrants

As at December 31, 2016 and 2015 no warrants were outstanding.

### 11. SHARE - BASED PAYMENTS – EMPLOYEE SHARE OPTION PLAN

During the years ended December 31, 2016 and 2015, the Company did not expense/(recover) any share-based payments related to its Employee Share Option Plan ("Plan").

During the years ended December 31, 2016 and 2015 no stock options were exercised.

A summary of the status of the Plan as at December 31, 2016 and 2015, and changes during the periods ended on those dates is presented below.

	Options	Weighted Average Exercise Price C\$
Balance outstanding December 31, 2014	2,859,000	0.19
Options forfeited	(284,000)	0.18
Balance outstanding December 31, 2015	2,575,000	0.19
Options expired	(2,575,000)	0.19
Balance outstanding December 31, 2016	-	-

### 12. INCOME (LOSS) PER SHARE

#### (a) Basic

Basic loss per share is calculated by dividing the net loss attributable to common shareholders by the weighted average number of common shares in issue during the year.

	December 31,	
	2016	2015
Net loss attributable to common shareholders	\$ (4,706,700)	\$ (5,082,300)
Weighted average number of common shares in issue	124,090,435	123,614,133
Basic loss per share	\$ (0.04)	\$ (0.04)

#### (b) Diluted

Diluted loss per share has not been presented for 2016 and 2015 as this calculation is anti-dilutive.

**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)***13. INCOME TAXES**

Income tax expense differs from the amount that would result from applying the federal and provincial income tax rate to the net loss before income taxes. These differences result from the following items:

	<b>Year ended December 31,</b>	
	<b>2016</b>	<b>2015</b>
Loss before income taxes	\$ (4,706,700)	\$ (5,082,300)
Effective Statutory Rate	30.97%	32.58%
Expected tax recovery	(1,457,500)	(1,655,800)
Increase (decrease) due to:		
Permanent difference	3,600	316,800
Effect of other non-deductible amounts	(1,003,300)	(1,010,700)
Effect on deferred tax balances due to change in income tax	(701,900)	(265,200)
Effect of unused tax losses and tax offsets not recognized as deferred tax assets	3,159,100	2,614,900
Tax expense	\$ -	\$ -

The tax rate used for the 2016 and 2015 reconciliations above is based on the aggregate of separate reconciliations for the Canadian and United States Companies.

There are no deferred tax assets/liabilities presented in the consolidated statements of financial position.

Deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax assets/(liabilities) have been recognized are attributable to the following:

	<b>December 31, 2016</b>	<b>December 31, 2015</b>
Non-capital losses/Non-operating losses	\$ 57,655,000	\$ 48,981,000
Financing costs	82,000	287,000
Mine under development	(9,414,000)	(5,767,000)
	<u>\$ 48,323,000</u>	<u>\$ 43,501,000</u>

**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)***13. INCOME TAXES (CONTINUED)**

Unrecognized non-capital losses and non-operating losses are available to reduce taxable income in Canada and the United States and expire in stages through 2036 as follows:

	Canada	United States	Total
2017	-	1,593,000	1,593,000
2018	-	1,835,000	1,835,000
2019	-	1,496,000	1,496,000
2020	-	602,000	602,000
2021	-	265,000	265,000
2022	-	-	-
2023	-	526,000	526,000
2024	-	559,000	559,000
2025	-	883,000	883,000
2026	249,000	1,571,000	1,820,000
2027	627,000	1,002,000	1,629,000
2028	420,000	1,495,000	1,915,000
2029	1,133,000	2,879,000	4,012,000
2030	873,000	2,666,000	3,539,000
2031	138,000	2,557,000	2,695,000
2032	833,000	6,246,000	7,079,000
2033	1,221,000	2,416,000	3,637,000
2034	2,603,000	5,354,000	7,957,000
2035	2,801,000	5,465,000	8,266,000
2036	3,094,000	4,253,000	7,347,000
	<u>\$ 13,992,000</u>	<u>\$ 43,663,000</u>	<u>\$ 57,655,000</u>

**14. FINANCIAL RISK MANAGEMENT****(a) Credit risk management**

The Company's credit risk is primarily attributable to cash and restricted investments. The Company has no significant concentration of credit risk arising from operations. Cash and restricted investments have been invested with reputable financial institutions, from which management believes the risk of loss to be remote.

**(b) Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure. Accounts payable and accrued liabilities are due within the current operating period. The following are the contractual maturities of the Company's financial obligations as at December 31, 2016 and 2015:

	<b>December 31, 2016</b>				
	Carrying Amount	Contractual cash flows	1 year or less	2-5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 121,300	\$ 121,300	\$ 121,300	\$ -	\$ -
Accrued interest payable	\$ 7,267,500	\$ 7,267,500	\$ 7,267,500	\$ -	\$ -
Note payable	\$ 43,914,500	\$ 43,914,500	\$ 27,940,700	\$ 15,973,800	\$ -
Reclamation liability	\$ 31,600	\$ 31,600	\$ -	\$ -	\$ 31,600
Mineral leases	\$ -	\$ 354,800	\$ 24,000	\$ 100,000	\$ 230,800

**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)***14. FINANCIAL RISK MANAGEMENT (CONTINUED)**

(Refer also to Note 2. Basis of Presentation - Going Concern)

	<b>December 31, 2015</b>				
	Carrying Amount	Contractual cash flows	1 year or less	2-5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 178,000	\$ 178,000	\$ 178,000	\$ -	\$ -
Accrued interest payable	\$ 4,468,900	\$ 4,468,900	\$ 4,468,900	\$ -	\$ -
Note payable	\$ 42,082,200	\$ 42,082,200	\$ 20,478,400	\$ 21,603,800	\$ -
Reclamation liability	\$ 31,600	\$ 31,600	\$ -	\$ -	\$ 31,600
Mineral leases	\$ -	\$ 378,800	\$ 24,000	\$ 105,000	\$ 249,800

**(c) Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a loss as a result of a decline in the fair value of cash is limited because it is generally held to maturity. The Company is exposed to interest rate risk related to its SSTLF (see Note 9). The SSTLF bears interest at Libor rate plus 5.0%. A 10% increase in the Libor rate would have increased the Company's interest expense by the amount of \$4,979,000.

**(d) Foreign exchange risk**

The Company's property interests in the United States and Mexico make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's financial position, results of operations and cash flows. The Company is affected by changes in exchange rates between the US Dollar, the Canadian Dollar and Mexican Pesos. The Company had no transactions denominated in the Mexican Peso in 2016 and 2015. The Company does not invest in foreign currency contracts to mitigate the risks. The Company has not presented a sensitivity analysis table for the foreign currency cash balances as at December 31, 2016 and 2015 as any fluctuation is not material to the Company's financial statements.

**(e) Fair value of financial assets and liabilities**

The book values of the cash, amounts receivable, restricted investments and accounts payable and accrued liabilities approximate their respective fair values due to the short-term nature of these instruments.

**(f) Fair Value Hierarchy**

The fair value hierarchy under which the Company's financial instruments are measured at fair value is as follows:

- Level I - measurement based on quoted prices (unadjusted) observed in active market for identical assets or liabilities;
- Level II - measurement based on inputs other than quoted prices included in Level I that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices);
- Level III - measurement based on inputs that are not observable (supported by little or no market activity) for the asset or liability.

The Company had no assets or liabilities valued at fair value as at December 31, 2016 and 2015.

## Sutter Gold Mining Inc.

Notes to the consolidated financial statements

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### 15. CAPITAL RISK MANAGEMENT

The Company manages its common shares, options and warrants less cash as capital. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. (Refer also to Note 2. Basis of Presentation - Going Concern)

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, extend the due date of existing debt, enter into new debt or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing development efforts, the Company does not pay dividends. The Company's investment policy is to invest its short-term excess cash in highly liquid short-term interest-bearing investments with maturities 90 days or less from the original date of acquisition. These maturities are selected with regards to the expected timing of expenditures from continuing operations.

The Company is currently assessing financing alternatives for its mine development plans and operations through its current operating period. The Company expects to have sufficient capital resources for its planned operational expenses, financing obligations and administration overhead expenses for 2017.

### 16. RELATED PARTY TRANSACTIONS

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions. RMBAH is also a related party due to its large share ownership and its financing to the Company (see Note 9).

During the years ended December 31, 2016 and 2015 the company accrued \$2,798,600 and \$2,360,000, respectively on the SSTLF Loan Facility outlined in Note 9.

The remuneration of key management personnel of the Company for the years ended December 31, 2016 and 2015 was as follows:

	2016	2015
Short-term employee benefits	\$ 364,200	\$ 363,900

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consist of the Company's directors, the Chief Executive Officer, Chief Operating Officer and Chief Financial Officer.

On July 31, 2013, the Company reached an agreement with its former Chief Executive Officer to settle the severance owed with respect to her termination as Chief Executive Officer of the Company. The Company agreed that the severance would be payable in four installments: (i) USD\$83,333 payable in cash immediately; (ii) USD\$138,889 to be paid on each of January 15, 2014, January 15, 2015 and January 15, 2016, either in cash or in common shares of the Company. The determination of whether any of the future payments will be made in cash or in shares will be at the sole discretion of the Company. The deemed price of the common shares that may be issued in connection with these installments will be the average closing share price of the Company during the 10 trading days up to and including January 15 of each applicable year, but in any event, no more than 475,000 common shares will be issued (equating a deemed price of approximately \$0.30 per share) in each of the three installments.

In January 2014, 2015 and 2016 a share issuance of 475,000 common shares was made in each respective period.

**Sutter Gold Mining Inc.**

Notes to the consolidated financial statements

December 31, 2016 and 2015

*(Expressed in US Dollars except for per share information)*

**16. RELATED PARTY TRANSACTIONS (CONTINUED)**

These transactions were in the normal course of operations and were measured at the exchange amount, which is the amount of consideration established and agreed to by the parties.

**17. COMMITMENTS**

On May 3, 2007, the Company settled a Contingent Stock Purchase Warrant liability with U.S. Energy Corp. by the issuance of a Net Profits Interest royalty (“NPIR”) of 5% until an amount of \$4.6 million is repaid, and granting a 1% NPIR thereafter. NPIR is defined as the price received from the sale of gold or other mineralized product that is mined, saved and sold, less mining, milling, processing or refining and transportation costs and allowable taxes and royalties. No amount has been accrued as a liability as at December 31, 2016 and 2015 as there was no present obligation because nothing has been sold.